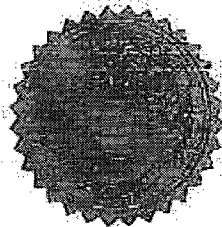


Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "MCBEE STRATEGIC CONSULTING, LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3503201 8100

AUTHENTICATION: 1671345

020175841

DATE: 03-18-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/18/2002
020175841 - 3503201

CERTIFICATE OF FORMATION

OF

MCBEE STRATEGIC CONSULTING, LLC
A LIMITED LIABILITY COMPANY

FIRST: The name of the limited liability company is:

MCBEE STRATEGIC CONSULTING, LLC

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, 19808, and its registered agent at such address is THE COMPANY CORPORATION.

IN WITNESS WHEREOF, the undersigned, being the individual forming the Company, has executed, signed and acknowledged this Certificate of Formation this eighteenth day of March, A.D. 2002.


Authorized Person
Angela Norton